

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

-----	X
NOTA MUSIC PUBLISHING, INC., also	:
d/b/a NOTA PUBLISHING, INC.;	:
CARTAGENA ENTERPRISES, INC., also	:
d/b/a CARTAGENA PUBLISHING; DAVID	:
GRISMAN and CRAIG MILLER,	:
individually and collectively, and d/b/a	:
DAWG MUSIC, and also d/b/a ACOUSTIC	:
DISC; HMS DISTRIBUTORS, INC., also	:
d/b/a J&N RECORDS and d/b/a J&N	:
PUBLISHING; JVN MUSIC, INC., also d/b/a	:
JVN RECORDS; THE MUSIC FORCE LLC,	:
also d/b/a FULL FORCE MUSIC; THE	:
MUSIC FORCE MEDIA GROUP, LLC;	:
MUSICAL PRODUCTIONS, INC.; ON TOP	:
RECORDS CORP., also d/b/a STILL ON	:
TOP PUBLISHING and d/b/a REAL	:
SMOOTH PUBLISHING; PLATANO	:
RECORDS CORP.; RICO RECORDS	:
DISTRIBUTING, INC.; individually and on	:
behalf of all others similarly situated,	:
	:
Plaintiffs,	:
	:
v.	:
	:
XM SATELLITE RADIO INC.,	:
	:
Defendant.	:
	:
-----	X

**DEFENDANT'S RULE 7.1**  
**DISCLOSURE STATEMENT**

Pursuant to Rule 7.1 of the Federal Rules of Civil Procedure, Defendant XM Radio Inc. ("XM") submits the following statement identifying its parent corporations and any publicly held corporation owning ten percent or more of its stock.

1. The parent corporation of XM is XM Satellite Radio Holdings Inc., which is a publicly traded corporation.

2. No other publicly held corporation owns ten percent or more of XM's stock. The following publicly held corporations may own ten percent or more of the stock of XM Satellite Radio Holdings Inc. ("XM Holdings"):

a. T. Rowe Price Associates, Inc. (Note that T. Rowe Price Associates, Inc. is an Investment Adviser registered under the Investment Advisers Act of 1940 and does not serve as custodian of the assets of any of its clients; accordingly, in each instance only the client or the client's custodian or trustee bank has the right to receive dividends paid with respect to, and proceeds from the sale of, such securities.

b. XM Holdings has signed a merger agreement with Sirius Satellite Radio Inc. ("Sirius"). The proposed merger of XM Holdings and Sirius remains subject to regulatory approval.

Dated: New York, New York  
July 3, 2007

COOLEY GODWARD KRONISH LLP

By: \_\_\_\_\_ s/  
Celia Goldwag Barenholtz (CB 9126)  
Stephen A. Wieder (SW 1442)  
Shannon McKinnon (SM 9377)  
Benjamin H. Kleine (BK 1975)

1114 Avenue of the Americas  
New York, New York 10036  
(212) 479-6000 (phone)  
(212) 479-6275 (fax)

CONSTANTINE CANNON, P.C.  
Axel Bernabe (AB 6547)  
450 Lexington Avenue, 17th Floor  
New York, New York 10017

(212) 350-2700 (phone)

(212) 350-2701 (fax)

Seth D. Greenstein (SG 8331) (admitted *pro hac vice*)

Todd Anderson (TA 5619) (admitted *pro hac vice*)

Amy Roth (AR 4534)

1627 Eye Street, N.W.

Washington, D.C. 20006

(202) 204-3500 (phone)

(202) 204-3501 (fax)

*Attorneys for XM Satellite Radio Inc.*

TO:

Christopher Lovell, Esq.  
Christopher M. McGrath  
LOVELL STEWART HALEBAN LLP  
500 Fifth Avenue, 58<sup>th</sup> Floor  
New York, NY 10110  
Tel: (212) 608-1900  
Fax: (212) 719-4677

Jeffrey L. Graubart, Esq.  
LAW OFFICES OF JEFFREY L. GRAUBART  
350 West Colorado Boulevard, Suite 200  
Pasadena, CA 91105-1855  
Tel: (626) 304-2800  
Fax: (626) 304-2807

Steven J. D'Onofrio, Esq.  
5335 Wisconsin Avenue, N.W. Suite 950  
Washington, D.C. 20015  
Tel: (202) 686-2872  
Fax: (202) 686-2875

*Attorneys for Plaintiffs and the Proposed Class*

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

----- X  
NOTA MUSIC PUBLISHING, INC., also :  
d/b/a NOTA PUBLISHING, INC.; :  
CARTAGENA ENTERPRISES, INC., also :  
d/b/a CARTAGENA PUBLISHING; DAVID :  
GRISMAN and CRAIG MILLER, :  
individually and collectively, and d/b/a :  
DAWG MUSIC, and also d/b/a ACOUSTIC :  
DISC; HMS DISTRIBUTORS, INC., also :  
d/b/a J&N RECORDS and d/b/a J&N :  
PUBLISHING; JVN MUSIC, INC., also d/b/a :  
JVN RECORDS; THE MUSIC FORCE LLC, :  
also d/b/a FULL FORCE MUSIC; THE :  
MUSIC FORCE MEDIA GROUP, LLC; :  
MUSICAL PRODUCTIONS, INC.; ON TOP :  
RECORDS CORP., also d/b/a STILL ON :  
TOP PUBLISHING and d/b/a REAL :  
SMOOTH PUBLISHING; PLATANO :  
RECORDS CORP.; RICO RECORDS :  
DISTRIBUTING, INC.; individually and on :  
behalf of all others similarly situated, :  
:  
Plaintiffs, :  
:  
v. :  
:  
XM SATELLITE RADIO INC., :  
:  
Defendant. :  
:  
:  
----- X

07 CV 4682 (DAB)

**AFFIRMATION OF SERVICE**

Shannon S. McKinnon, under penalty of perjury, states:

I am an attorney at Cooley Godward Kronish LLP and a member of the Bar of the State of New York. I represent defendant XM Satellite Radio Inc. in this matter.

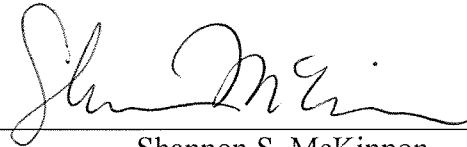
On the 3rd day of July 2007, I caused to be served a true copy of Defendant's Rule 7.1 Disclosure Statement in the above-entitled action upon the following individuals by Federal Express:

Christopher Lovell, Esq.  
Christopher M. McGrath  
LOVELL STEWART HALEBAN LLP  
500 Fifth Avenue, 58<sup>th</sup> Floor  
New York, NY 10110  
Tel: (212) 608-1900  
Fax: (212) 719-4677

Jeffrey L Graubart, Esq.  
LAW OFFICES OF JEFFREY L. GRAUBART  
350 West Colorado Boulevard, Suite 200  
Pasadena, CA 91105-1855  
Tel: (626) 304-2800  
Fax: (626) 304-2807

Steven J. D'Onofrio, Esq.  
5335 Wisconsin Avenue, N.W. Suite 950  
Washington, D.C. 20015  
Tel: (202) 686-2872  
Fax: (202) 686-2875

*Attorneys for Plaintiffs and the Proposed Class*

A handwritten signature in black ink, appearing to read "Shannon S. McKinnon", is written over a horizontal line.

Shannon S. McKinnon